

RESOLUTION NO. 99-178

A RESOLUTION OF THE LODI CITY COUNCIL APPROVING  
THE CHANGE OF CONTROL OF THE CABLE  
COMMUNICATIONS FRANCHISE

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WHEREAS, King Video Cable, dba Media One ("Franchisee"), is duly authorized to operate and maintain a cable communications system within the corporate limits of the City of Lodi, the ("System") by the City of Lodi ("Franchise Authority") pursuant to a franchise (the "Franchise") granted by the Franchise Authority; and

WHEREAS, pursuant to the Agreement and Plan of Merger among AT&T Corp. ("AT&T"), a newly formed whole subsidiary of AT&T ("Merger Sub"), and Media One Group, Inc., the parent of Franchisee ("MediaOne"), dated as of May 6, 1999 (the "Merger Agreement"), MediaOne will merge with and into Merger Sub with Merger Sub as the surviving corporation in the merger, and as a result of the transactions contemplated by the Merger Agreement, Media One will become a wholly owned subsidiary of AT&T (the "Transactions"); and

WHEREAS, Franchisee will continue to hold the Franchise after consummation of the Transactions; and

WHEREAS, FCC Form 394 with respect to the Transactions has been filed with the Franchise Authority; and

WHEREAS, the parties have requested consent by the Franchise Authority to the Transactions.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF LODI AS FOLLOWS:

SECTION 1. The Franchise Authority hereby consents to and approves the Transactions to the extent that such consent is required by the terms of the Franchise and applicable law.

Dated: November 3, 1999

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I hereby certify that Resolution No. 99-178 was passed and adopted by the Lodi City Council in a regular meeting held November 3, 1999 by the following vote:

AYES: COUNCIL MEMBERS – Hitchcock, Nakanishi, Pennino and Land  
(Mayor)

NOES: COUNCIL MEMBERS – None

ABSENT: COUNCIL MEMBERS – None

ABSTAIN: COUNCIL MEMBERS – Mann

  
ALICE M. REIMCHE  
City Clerk